

SIDLEY & AUSTIN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

ONE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60603
312: 853-7000 TELEX 25-4384

2049 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
213: 553-8100 TELEX 18-1391

55 EAST 52ND STREET
NEW YORK, NEW YORK 10055
212: 486-7717 TELEX 97-1696

31 ST. JAMES'S SQUARE
LONDON, SW1Y 4JR, ENGLAND
01: 930-5596 TELEX 21781

1722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 429-4000
TELEX 89-463

P.O. BOX 190
MUSCAT, SULTANATE OF OMAN
722-411 TELEX 3266

P.O. BOX 4619
DEIRA, DUBAI - U.A.E.
9714-283194 TELEX 47216

5 SHENTON WAY
SINGAPORE 0106
65 224-5000 TELEX 26754

SIDLEY & AUSTIN & NAGUIB
AHMED NESSIM STREET, 3
GIZA, CAIRO, EGYPT
729-499 TELEX 93750

RECORDATION NO. *9617-B* Filed 1425

AUG 10 1983 :12 00 PM

August 10, 1983
INTERSTATE COMMERCE COMMISSION

HAND-DELIVERED

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C.

Attention: Office of Recordation, Room 2303

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303, please accept for filing the attached affidavit (two copies) and Notice of Intent to Retain Collateral In Satisfaction of Debt. We request that the Affidavit and Notice be filed under Recordation No. 9617, a Security Agreement dated July 31, 1978, between U.S. Steel Credit Corporation and Funding Systems Railcars, Inc.

Also enclosed is a check for \$ 10⁰⁰ to cover the filing fee.

Thank you for your assistance.

Sincerely,

Jay S. Bybee
G. Paul Moates
Jay S. Bybee

3-222A087

No. *9617-B*
Date **AUG 10 1983**

Fee \$ *10.00*

ICC Washington, D.C.

RECEIVED
AUG 10 11 53 AM '83
I.C.C.
FEE OPERATION BR.

C. Quast
Jay S. Bybee

Interstate Commerce Commission
Washington, D.C. 20423

8/10/83

OFFICE OF THE SECRETARY

Jay S. Bybee
Sidley & Austin
1722 I Street, N.W.
Washington, D.C. ~~20006~~ ²⁰⁰⁰⁶

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/10/83 at 12:00pm and assigned recordation number(s) 9617-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AUG 10 1983 :12 00 PM

AFFIDAVIT

INTERSTATE COMMERCE COMMISSION

Roger D. Crafe, being first duly sworn, deposes and states as follows:

1. I am a Vice President of U.S. Steel Credit Corporation and am authorized to execute this Affidavit on behalf of U.S. Steel Credit Corporation.

2. On August 25, 1982, I executed that certain Notice of Intent to Retain Collateral in Satisfaction of Debt dated August 25, 1982 ("Notice"), the original of which is attached as Exhibit A and incorporated by reference.

3. As more fully set forth in the Notice, pursuant to the terms of the Notice, U.S. Steel Credit Corporation proposed to retain one-hundred (100) railroad box-cars originally bearing railroad equipment identification numbers NSL-151176 through NSL-151249 inclusive and PT-201000 through PT-201025 inclusive and currently bearing the railroad equipment identification numbers specified in the Notice (hereinafter referred to as the "Railcars") in satisfaction of certain indebtedness owed U.S. Steel Credit Corporation by Funding Systems Railcars, Inc.

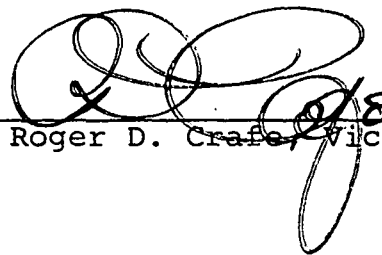
4. As more fully set forth in the Affidavit of Mailing on page three of the Notice U.S. Steel Credit Corpora-

tion's attorneys caused copies of the Notice to be mailed, by first-class postage prepaid United States certified mail, to each of those persons and entities claiming an interest in the Railcars.

5. Pursuant to the terms of the Notice, any and all objections to the proposal of U.S. Steel Credit Corporation to retain the Railcars in satisfaction of certain indebtedness were to be delivered to my attention at U.S. Steel Credit Corporation on or before October 1, 1982.

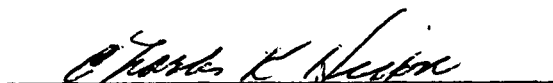
6. U.S. Steel Credit Corporation has received no objections to its proposal to retain the Railcars in satisfaction of certain indebtedness due and owing from Funding Systems Railcars, Inc., and, accordingly, has and claims title to the said Railcars free and clear of all liens, claims and encumbrances.

FURTHER AFFIANT SAYETH NOT.



Roger D. Crafe, Vice President

Subscribed and sworn before
me, a notary public in
Pittsburgh, PENNA. this
9 day of May, 1983


Notary Public

My commission expires: Notary Public, Pittsburgh, Allegheny County
My Commission Expires March 24, 1986

NOTICE OF INTENT TO
RETAIN COLLATERAL IN SATISFACTION
OF DEBT

To: Pickens Railroad Company
860 Suburban Station
1617 John F. Kennedy Blvd.
Philadelphia, Pennsylvania 19103

Peninsula Terminal Company
United Stockyards Corporation
150 South Wacker Drive
Chicago, Illinois 60606

Midwest Investments, Inc.
222 South Riverside Plaza
Chicago, Illinois 60603

Funding Systems Railcars, Inc.
2215 Sanders Road
Northbrook, Illinois 60062

Leon C. Baker
299 Park Avenue
New York, New York 10017

Wisconsin & Southern Railroad Company
511 Barstow Street
Horicon, Wisconsin 53032

National Railway Utilization Corporation
1100 Centre Square East
1500 Market Street
Philadelphia, Pennsylvania 19102

Pursuant to the terms of that certain Security Agreement ("Security Agreement") dated as of July 31, 1978 between Funding Systems Railcars, Inc. ("FSR") and U.S. Steel Credit Corporation ("U.S. Steel") and recorded with the Interstate Commerce Commission of the United States as Recordation No. 9617, U.S. Steel possesses a first perfected security interest in certain railroad boxcars more particularly described below, to secure payment of a debt owed to U.S. Steel by FSR exceeding \$3,000,000 as

evidenced by certain promissory notes dated August 3, 1978, August 17, 1978 and September 7, 1978 in the original total principal amounts of \$1,113,000, \$705,000 and \$987,000 respectively (the "Notes"), executed and delivered by FSR to U.S. Steel. The said collateral consists of 100 railroad boxcars originally bearing railroad equipment identification numbers NSL 151176 through NSL 151249 inclusive and PT 201000 through PT 201025 inclusive and currently bearing the following railroad equipment identification numbers (collectively, the "Boxcars"):

WSOR 151176-151179	WSOR 151200-151211	NSL 151184
WSOR 151182	WSOR 151213-151215	NSL 151185
WSOR 151183	NSL 151180	NSL 151198
WSOR 151186-151197	NSL 151181	WSOR 151199
WSOR 151212	WSOR 151230	NSL 151216
WSOR 151217-151221	WSOR 151231	NSL 151223
WSOR 151224	WSOR 151234	NSL 151226
WSOR 151225	WSOR 151235	NSL 151229
WSOR 151227	WSOR 151237-151239	NSL 151232
WSOR 151228	NSL 151222	NSL 151233
WSOR 151242-151245	WSOR 201011-201014	NSL 151236
WSOR 151247	WSOR 201016	NSL 151240
WSOR 151248	WSOR 201017	NSL 151249
WSOR 201000	WSOR 201019	PT 201002
WSOR 201003	WSOR 201020	PT 201004
WSOR 201006	WSOR 201022-201025	PT 201005
WSOR 201008	NSL 151241	PT 201007
WSOR 201009	NSL 151246	PT 201010
PT 201015	PT 201018	PT 201021
WSOR 201001		

FSR has defaulted under the terms of the Notes and Security Agreement and has, at U.S. Steel's request, turned over possession of the Boxcars to U.S. Steel. According to the filing index maintained by the Interstate Commerce Commission for such purposes pursuant to 49 U.S.C. §11303(b), each of you claims some interest in some or all of the Boxcars, which interest is subordinate and inferior to the rights and interests of U.S. Steel in the Boxcars.

By this notice, U.S. Steel formally proposes, in lieu of a foreclosure sale, to retain the Boxcars in satisfaction of the indebtedness evidenced by the Notes, pursuant to §9-505(2) of the Pennsylvania Uniform Commercial Code (Purdon's Penna.Stats.Ann., Title 12A, §9-505(2)).

Further in accordance with the aforesaid statute, unless a written objection to this proposal is received by U.S. Steel addressed to U.S. Steel as set forth below, by October 1, 1982, which objection requests that U.S. Steel proceed to foreclose your interest by a foreclosure sale of the Boxcars, U.S. Steel shall become the owner of the Boxcars free and clear of all liens, claims and/or encumbrances in, to, or against the Boxcars, effective as of October 1, 1982. Please deliver any objections to:

U.S. Steel Credit Corporation
Attention: Mr. Roger D. Crafe
600 Grant Street
Pittsburgh, Pennsylvania 15230

U.S. STEEL CREDIT CORPORATION

By: 

Dated: August 25, 1982

AFFIDAVIT OF MAILING

County of Cook)
) SS.
State of Illinois)

The undersigned, being on oath first duly sworn, deposes and states that he is an attorney with the law firm of Sidley & Austin, Suite 4500, One First National Plaza, Chicago, Illinois, attorneys for U.S. Steel Credit Corporation in respect of the foregoing transaction, and that on August 25, 1982, he sent copies of the above and foregoing NOTICE OF INTENT TO RETAIN COLLATERAL IN SATISFACTION OF DEBT to each person to whom it is addressed, to their respective addresses set forth above, in sealed envelopes, by first-class postage prepaid United States certified mail, return receipts requested, from Chicago, Illinois.

s/ 

Ronald W. Hanson

The foregoing Affidavit of Mailing was Subscribed and sworn to before me, a notary public in Cook County, Illinois, this 25th day of August, 1982.

s/ 
My commission expires: Sept 26, 1983